

Southwestern Bell Yellow Pages
One Bell Center
13th Floor
St. Louis, Missouri 63101
Fax 314 242-7475



November 9, 1999

Dear Sir or Madam:

As you know, under the Telecommunications Act of 1998, carriers providing telephone exchange service are required to provide subscriber list information to directory publishers on a timely and unbundled basis, at reasonable rates, terms, and conditions. In its recent Order of October 28 1999, the FCC set out the presumptively reasonable listing rates of \$.04 per listing, (\$.06 per listing updates). The FCC further stated use of any other price by a carrier will require justification that the carrier's costs exceed those amounts.

This is your notification that Southwestern Bell Yellow Pages will pay the FCC rate for "facilities-based" directory listings in accordance with the Order. If you do not concur, and desire to dispute the FCC determination please advise.

On another note, I have moved to a new location, following is the contact and mailing information for your records.

Southwestern Bell Yellow Pages
Ms. Margie Urban
OBC, 12-B-2
St. Louis, MO 63101,

New telephone number and fax:
314-242-7368 (office)
314 242-7449 (fax)

If you have any questions, please call me at (314) 242-7368.

Sincerely,

A handwritten signature in cursive script that reads "Margie Urban".

Margie Urban
Manager-Publishing & Design Services

RECEIVED

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CORP. MARKETING

McLeodUSA
Publishing Company

September 30, 1999

VIA CERTIFIED MAIL

Century Telephone
Attn: Ms. Annette Gray
P.O. Box 4065
Monroe, Louisiana 71211-4065

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Re: Subscriber List Information

Dear Ms. Gray:

The Federal Communications Commission ("FCC") adopted rules on August 23, 1999, implementing Section 222(e) of the Telecommunications Act of 1996. See Third Report and Order in Docket Number 96-115 (released on September 9, 1999) ("Order"). Section 222(e) has been effective since its enactment in 1996. However, these rules clarify some of the obligations imposed on local exchange carriers by Section 222(c). For example, the Order clarifies that a "reasonable" price for SLI must be based on the carrier's costs to provide the SLI to publishers and establishes presumptively reasonable benchmark rates of four cents (\$0.04) per listing for basefile SLI and six cents (\$0.06) per listing for updated SLI.

We assume that you are immediately taking steps to amend your listing service offerings and prices to ensure full compliance with the FCC's rules on their effective date. In order to assist you in achieving full compliance on the effective date, we have outlined our expectations under the new rules. The rules require, at a minimum, the following revisions to your current service offerings and prices:

- provision of basefile SLI at the FCC's presumptively reasonable benchmark price of four cents (\$0.04) per listing (or other cost-based rate), regardless of the format in which we intend to publish the SLI and regardless of the number of times we intend to publish the SLI;
- provision of updated SLI at the FCC's presumptively reasonable benchmark price of six cents (\$0.06) per listing (or other cost-based rate), regardless of the format in which we intend to publish the SLI and regardless of the number of times we intend to publish the SLI;
- provision of SLI, including updated SLI, on the date specified by us, provided we have given your company at least thirty (30) days advance notice and your company's internal systems permit the request to be filled within that time frame;
- provision of unbundled SLI, including updated SLI, on any basis we request, to the extent that your company's internal systems can accommodate the requested level of unbundling;
- provision of SLI, including updated SLI, on any periodic basis we request, to the extent that your company's internal systems can accommodate the requested delivery schedule;

- advisement to us, within thirty (30) days of our request, if your company's internal systems cannot accommodate the delivery schedule, format, or level of unbundling requested and a description of the delivery schedule, format, and level of unbundling that can be accommodated.

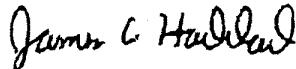
In addition, the Order states that Section 222(e) does not require carriers to provide the names or addresses of subscribers with unlisted or unpublished numbers. However, carriers are not prohibited from providing such information to independent publishers. Moreover, the Order states that a carrier may be engaged in a practice that is unreasonable and/or unreasonably discriminatory under the Communications Act if it provides such information to its own, but not to competing, publishers. If your company provides such information to its own directory publishing affiliate(s), we believe that your company is required to provide this information to us on a highly confidential basis for use solely to deliver directories.

Our consistent belief has been that your company has not offered SLI under reasonable and nondiscriminatory rates, terms, and conditions as required by Section 222(c). Once you have had an opportunity to revise your service offerings and prices, we would like to execute a new agreement to purchase an annual base file as well as weekly updates.

Because of the importance of SLI to our business, we ask that you confirm, in writing, your company's intention to fully comply with the FCC's rules on or before October 13, 1999. Confirmation of your intention to comply with the FCC's rules and policies will be seen as evidence of your desire to enhance the vendor-customer relationship between our companies and will be deeply appreciated. In addition, to the extent McLeodUSA has purchased listings from you in the past, we would like to discuss with you the amount of the refund due to our company for the purchase of such listings in excess of the reasonable cost-based prices mandated by Section 222(e) since February 8, 1996, the date on which this provision took effect. We also would like to discuss such a refund for listings purchased by the companies we acquired through stock purchases in 1999, which include Talking Directories, Inc., Info America Phone Books, Inc., J-Mar Publishing Company, Inc., Frontier Directory Co. of Nebraska, Inc., or Fronteer Directory Co. of Minnesota, Inc., if any of these companies have purchased listings from you in the past.

I look forward to receiving your response. Should you have any questions, please do not hesitate to contact me at (319) 366-1100, extension 3101, or Sara Van Houten, our corporate counsel, at (319) 366-1100, extension 3208.

Sincerely,



James A. Haddad
Senior Vice President
and Chief Operating Officer

c: Sara Van Houten